

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF TEXAS  
ENTERED

**LATSHAW DRILLING AND  
EXPLORATION COMPANY,**

Plaintiff

V.

**BAIN CAPITAL, BAIN CAPITAL, INC.,  
ARMCO, INC., USX CORP.,  
NATIONAL OIL WELL, INC. and  
NATIONAL OIL WELL,**

**Defendants.**

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**Michael N. Milby, Clerk**

CIVIL ACTION NO. H-95-5136

WHEREAS, Plaintiff Latshaw Drilling and Exploration Company ("Latshaw") and Defendants Bain Capital, Inc. ("Bain") (hereinafter Latshaw and Bain are referred to as "Party" or "Parties") sought and will seek the discovery of certain information which a Party does or may consider to be trade secrets and/or confidential or proprietary information; and

WHEREAS, the Parties agree that it is appropriate to preserve the confidentiality of all such information;

THEREFORE, upon the agreement of the Parties, expressed through their counsel,  
it is ORDERED as follows:

1. This Order shall govern the handling, disclosure and disposition of all documents and other discovery material hereafter produced in this case by a Party.
2. Any Party may designate by written notice, either incorporated in the matter disclosed or separately, any such document or discovery material as "Confidential" under the terms of this Order if it believes that such material contains or reflects trade secrets, and/or other confidential or proprietary information. All documents as they are reviewed for inspection or copying by the opposing Party are subject to confidentiality under the



terms of this Order, and the designation and marking of any documents as "Confidential" may be done as part of the photocopying process.

3. Any documents or discovery material designated as "Confidential" may be used by the Party receiving it only for purposes of evaluating the claims made and/or preparing for and conducting pretrial and trial proceedings in this action. Confidential documents or discovery material, and information derived therefrom, shall be shown only to counsel of record for the Parties in this action and may be disclosed by such counsel only to the following persons:

(a) Outside or in-house attorneys, representing the Party receiving such documents or discovery material and such employees or independent contractors of outside counsel and in-house counsel, experts or consultants working with counsel, as are required to assist in the preparation or conduct of this action;

(b) Officers, employees, agents, or representatives of a Party who are actually engaged in evaluating the claims made and/or preparing for or conducting pretrial or trial proceedings in this action, but only to the extent necessary to do so;

(c) Judges and court personnel of the United States District Court for the Southern District of Texas, and any appellate courts;

(d) Persons whose depositions are being taken or who are witnesses at any hearing or trial conducted by the Court, provided that the documents or discovery materials are only shown to such person and such person states on the record that he or she has read and understood this Order; and

(e) Any other person to whom the producing Party agrees in writing or as the Court may direct.

4. Any person having access to confidential documents or discovery material shall be prohibited from disclosing any such information to any other person except as provided herein, and each such person shall take appropriate measures to safeguard the



confidentiality of such discovery material to prevent the willful or inadvertent disclosure thereof and to assure that the provisions of this Order are accomplished.

5. Nothing in this Order shall prevent any Party from seeking modification of this Order, or from objecting to discovery that it believes to be improper. Nothing herein shall constitute a waiver or admission by counsel for any Party that any specific document, material, testimony or thing: (i) is or is not a trade secret or other confidential or proprietary information, or (ii) is or is not admissible as evidence at trial.

6. Nothing in this Order shall prevent or prohibit any Party from seeking additional protection as it deems necessary for documents or information subject to discovery in this action.

7. Any designation of confidentiality under this Order shall not restrict the use of documents or transcripts so designated at trial or in connection with motions or other communications with the Court in this action, provided that pleadings, memoranda, or other communications with the Court which contain, constitute or reveal such confidential information shall be treated as confidential under this Order.

8. Upon the conclusion of this litigation, all confidential discovery materials produced by any Party and all copies thereof shall be returned to the producing Party.

9. This Order is made without prejudice to any Party's right to bring before the Court at any time other objections to the production of any documents or information.

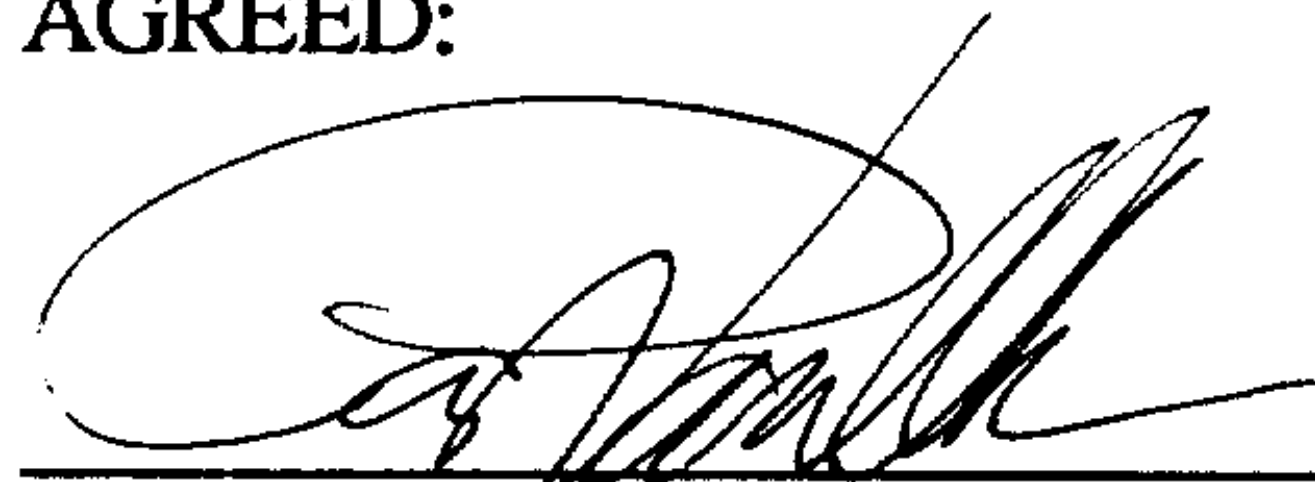
10. Any Party covered by this Order may at any time apply to the Court for relief from any provision of this Order.

11. This Order shall be effective upon execution.

Dated this 29th day of January, 1996.

  
UNITED STATES DISTRICT JUDGE

AGREED:

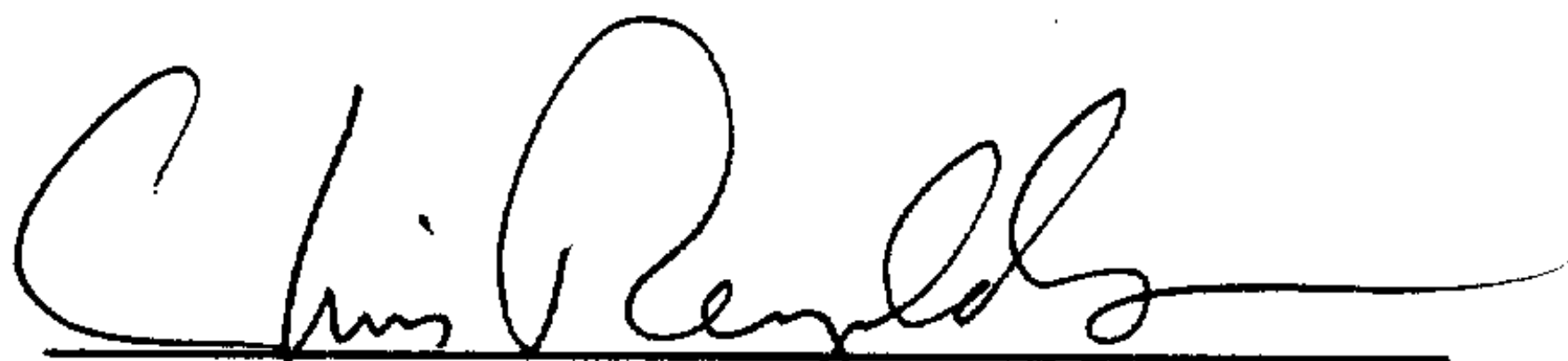


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